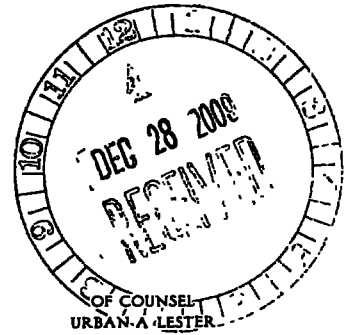


ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com



December 28, 2009

RECORDATION NO. 28173 FILED

DEC 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W.  
Washington, D.C. 20423

Contract 3-7908 Rider 4

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: ICL Performance Products, LP  
622 Emerson Road, Suite 500  
St. Louis, Missouri 63141]

A description of the railroad equipment covered by the enclosed document  
is:

50 railcars: SHPX 207268 - SHPX 207317.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to ICL Performance Products LP, a Delaware Limited Partnership ("Lessee")

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28173 FILED

DEC 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD



## Schedule A

### Equipment

#### ICL Performance Products LP

Contract 3-7908 rider 4 *dated 10/27/05*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207268
	Tank	SHPX	207269
	Tank	SHPX	207270
	Tank	SHPX	207271
	Tank	SHPX	207272
	Tank	SHPX	207273
	Tank	SHPX	207274
	Tank	SHPX	207275
	Tank	SHPX	207276
	Tank	SHPX	207277
	Tank	SHPX	207278
	Tank	SHPX	207279
	Tank	SHPX	207280
	Tank	SHPX	207281
	Tank	SHPX	207282
	Tank	SHPX	207283
	Tank	SHPX	207284
	Tank	SHPX	207285
	Tank	SHPX	207286
	Tank	SHPX	207287
	Tank	SHPX	207288
	Tank	SHPX	207289
	Tank	SHPX	207290
	Tank	SHPX	207291
	Tank	SHPX	207292
	Tank	SHPX	207293
	Tank	SHPX	207294
	Tank	SHPX	207295
	Tank	SHPX	207296
	Tank	SHPX	207297
	Tank	SHPX	207298
	Tank	SHPX	207299
	Tank	SHPX	207300
	Tank	SHPX	207301

## Schedule A

### Equipment

#### ICL Performance Products LP

Contract 3-7908 rder 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207302
	Tank	SHPX	207303
	Tank	SHPX	207304
	Tank	SHPX	207305
	Tank	SHPX	207306
	Tank	SHPX	207307
	Tank	SHPX	207308
	Tank	SHPX	207309
	Tank	SHPX	207310
	Tank	SHPX	207311
	Tank	SHPX	207312
	Tank	SHPX	207313
	Tank	SHPX	207314
	Tank	SHPX	207315
	Tank	SHPX	207316
	Tank	SHPX	207317

50